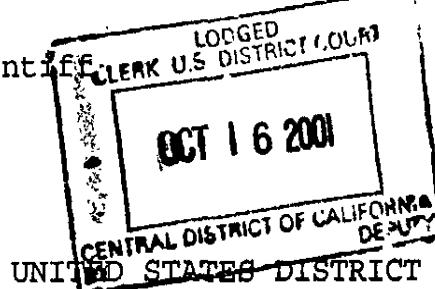


1 MAURICE WAINER (Bar #121678)
2 SNIPPER, WAINER & MARKOFF
3 2029 Century Park East, #1690
Los Angeles, California 90067-1614
(310) 557-1905

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4 Attorneys for Plaintiff



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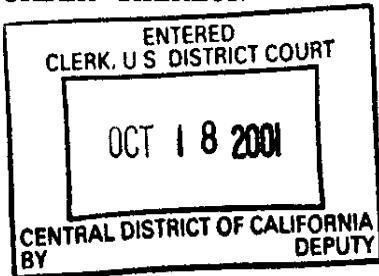
8 CENTRAL DISTRICT OF CALIFORNIA
9

10 VALUECLICK, INC. dba ON)
11 RESPONSE, a Delaware)
corporation)

CASE NO. CV 01-08001 RSWL
(MANX)

12 Plaintiff,)
13 vs.)
14 MASS TRANSIT INTERACTIVE,)
15 INC.; and DOES 1 - 10,)
inclusive,)
16 Defendants.)
17 _____

STIPULATION RE SETTLEMENT
PURSUANT TO FRCP S41(A) (1);
AND ORDER THEREON



20 TO THIS HONORABLE COURT:

21 IT IS HEREBY STIPULATED by and between plaintiff
22 valueclick, Inc. dba On Response and defendant, Mass Transit
23 Interactive, Inc. as follows:

24 1. Plaintiff has entered into a conditional settlement
with defendant.

25 2. Settlement shall be completed on or before May 2002.

3. Depending on whether or not defendant performs as
specified, plaintiff will file either one of the following with the

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1 Court: (i) Stipulation for Judgment or (ii) Request for Dismissal
2 with prejudice of the entire action.

3 4. If plaintiff does not file either item as set forth
4 above not later than May 2002, the plaintiff shall cause the case
5 to be dismissed.

6 5. This matter shall not be scheduled for any
7 proceedings but shall be stayed through May 2002, after which date
8 the case shall be dismissed unless the Stipulation for Judgment has
9 been filed with the Court prior to said date.

10 6. A copy of the Stipulation for Judgment executed by
11 the parties and their counsel is attached hereto marked Exhibit "A"
12 and incorporated by reference herein as through set forth in full
13 and at length.

14

15 DATE: October 4, 2001 SNIPPER, WAINER & MARKOFF

16

17 BY: _____
18 MAURICE WAINER
19 Attorneys for Plaintiff

20

21 DATED: October _____, 2001 RUSS, AUGUST, KABAT & KENT

22

23 BY: _____
24 SHANE EMERSON COONS
25 Attorneys for
26 MASS TRANSIT INTERACTIVE, INC.

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DISTPLDG\STIPSETL.VAL

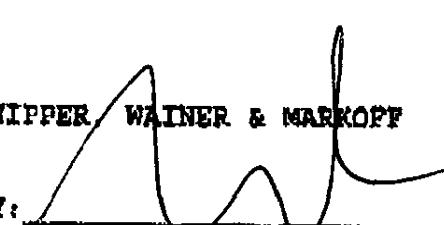
1 Court: (i) Stipulation for Judgment or (ii) Request for Dismissal
2 with prejudice of the entire action.

3 4. If plaintiff does not file either item as set forth
4 above not later than May ³¹_A 2002, the plaintiff shall cause the case
5 to be dismissed.

6 5. This matter shall not be scheduled for any
7 proceedings but shall be stayed through May ³¹_A 2002, after which date
8 the case shall be dismissed unless the Stipulation for Judgment has
9 been filed with the Court prior to said date.

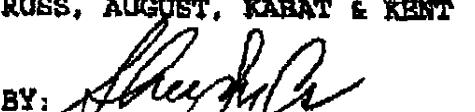
10 6. A copy of the Stipulation for Judgment executed by
11 the parties and their counsel is attached hereto marked Exhibit 'A'
12 and incorporated by reference herein as though set forth in full
13 and at length.

14
15 DATE: October 4, 2001

SNIPPER, WAINER & MARKOFF
BY: 
MAURICE WAINER
Attorneys for Plaintiff

16
17
18
19 DATED: October 5, 2001

RUSS, AUGUST, KARAT & KENT

BY: 
SHANE EMERSON COONS
Attorneys for
MASS TRANSIT INTERACTIVE, INC.

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28 DISTPLG/STIPSETL.VAL

O R D E R

Upon review of the Stipulation for Settlement Pursuant to
FRCP §41(a)(1), and good cause appearing therefore,

IT IS ORDERED, DECREED AND ADJUDGED that all proceedings are stayed through May 2002.

IT IS FURTHER ORDERED, DECREED AND ADJUDGED that in the event the original Stipulation for Judgment is not filed on or before said date or a dismissal of the entire action, then the Court shall dismiss this matter on its own motion on said date.

DATED: October 17, 2001

RONALD S. W. LEW

JUDGE OF THE LOS ANGELES SUPERIOR
COURT U. S. DISTRICT COURT

DISTPLOG\STIPSETI - VAI

1 C R D E E
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3 Upon review of the Stipulation for Settlement Pursuant to
4 FRCP 541(a)(1), and good cause appearing therefore,

5 IT IS ORDERED, DECREED AND ADJUDGED that all proceedings
6 are stayed through ³¹ May _A 2002.

7 IT IS FURTHER ORDERED, DECREED AND ADJUDGED that in the
8 event the original Stipulation for Judgment is not filed on or
9 before said date or a dismissal of the entire action, then the
10 Court shall dismiss this matter on its own motion on said date.

11

12 DATED: _____

13 JUDGE OF THE LOS ANGELES SUPERIOR
14 COURT

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DISTPLDG\STIPSETL.VAL